

KIEBLER RECREATION, LLC

**ACTION WITHOUT A MEETING
BY THE SOLE MANAGER**

May 26, 2010

THE UNDERSIGNED, being the Sole Manager and acting as agent and attorney in fact for all members (the "Sole Manager") of Kiebler Recreation, LLC (the "Company"), acting pursuant to the New York limited liability company law, hereby makes the following recitals, takes this action without a meeting (this "Action"), by adopting the following resolutions and declares, as evidenced by the signature set forth below, that adoption of such resolutions shall be valid, and of the same force and effect, as though adopted at a duly called and held meeting of the Company's Managers:

Bankruptcy Petition

RESOLVED, that the Company be, and hereby is, authorized to: (a) file a voluntary petition (the "Petition") for relief under chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§ 101-1532, et. seq. (the "Bankruptcy Code"), in the United States Bankruptcy Court for the Northern District of Ohio, or such other court as Paul E. Kiebler IV, ("Kiebler") shall determine to be appropriate (the "Bankruptcy Court"); (b) if, prior to filing the Petition, circumstances arise making it necessary or convenient, either (i) consent to the entry of an order for relief in an involuntarily commenced chapter 7 or chapter 11 case or (ii) consent to the entry of an order for relief and convert an involuntarily commenced chapter 7 case to a case under chapter 11 of the Bankruptcy Code; and (c) perform any and all such acts as are reasonable, advisable, expedient, convenient, proper or necessary to effect any of the foregoing.

RESOLVED, that Kiebler be, and hereby is, authorized, directed and empowered on behalf of and in the name of the Company to: (a) execute and verify the Petition, as well as all other ancillary documents, and cause the Petition to be filed with the Bankruptcy Court and make or cause to be made prior to execution thereof any modifications to the Petition or ancillary documents as he, in his discretion, deems necessary or desirable to carry out the intent and accomplish the purposes of these resolutions (such approval to be conclusively established by the execution thereof by him); (b) execute (i) a consent to the entry of an order for relief in an involuntarily commenced Chapter 7 or chapter 11 case, if any, or (ii) a request for conversion of an involuntarily commenced chapter 7 or chapter 11 case, if any, to a case under chapter 11 of the Bankruptcy Code; (c) execute, verify and file or cause to be filed all petitions, schedules, lists, motions, applications and other papers or documents (including debtor in possession loan agreements) necessary or desirable in connection with the foregoing; and (d) execute and verify any and all other documents necessary or appropriate in connection therewith in such form or forms as Kiebler may approve.

Legal and Financial Representation

RESOLVED, that Kiebler shall be, and hereby is, authorized, directed and empowered to retain, on behalf of the Company: (a) Thompson Hine LLP; and (b) such additional professionals, including attorneys, accountants, financial advisors, investment bankers, consultants or brokers, in each case as in such officer's or officers' judgment may be necessary in connection with the Company's chapter 11 case and other related matters, on such terms as Kiebler shall approve.

RESOLVED, that the law firm of Thompson Hine LLP, and any additional special or local counsel selected by Kiebler, if any, shall be, and hereby are, authorized, empowered and directed to represent the Company, as debtors and/or as debtors in possession, in connection with any bankruptcy case commenced by or against the Company under the Bankruptcy Code and all proceedings arising therefrom.

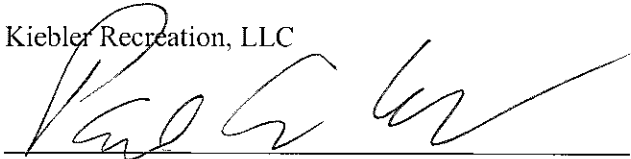
Miscellaneous

RESOLVED, that in addition to the specific authorizations heretofore conferred upon Kiebler, Kiebler or his designee(s) shall be, and each of them, acting alone, hereby is, authorized, directed and empowered in the name and on behalf of the Company to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments and other documents and to pay all expenses, including filing fees, in each case as in Kiebler's judgment shall be necessary or desirable in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein.

RESOLVED FINALLY, that all acts lawfully done or actions lawfully taken or to be taken by Kiebler in connection with the implementation of these resolutions are hereby in all respects ratified, confirmed and approved.

IN WITNESS WHEREOF, the undersigned Sole Manager's representative has executed this Action as of the day and year first above written, and by so doing directs that it be filed along with the Petition within the bankruptcy proceeding.

Kiebler Recreation, LLC

A handwritten signature in black ink, appearing to read 'Paul E. Kiebler, IV', is written over a horizontal line.

By: Paul E. Kiebler, IV

Its: Sole Manager